

# UNITED STATES | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB	AP	PR	O١	/Al

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per response.

Prefi: 07040723

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Sale of Class A LLC Membership Interests								
Filing under (Check box(es) that app Type of Filing: New Filing	oly): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Amendment	☐ Section 4(6) ☐ ULOE						
	A. BASIC IDENTIFICATION DATA							
1. Enter the information requested	about the issuer							
	an amendment and name has changed, and indicat	e change.)						
	(Number and Street, City, State, Zip Code) n, 55 Old Bedford Rd., Lincoln, MA 01773	Telephone Number (Including Area Code) 781-259-0249						
Address of Principal Business Opera (if different from Executive Offices)	ations (Number and Street, City, State, Zip Code)	Telephone Native (Indiana Lieu Code)						
Brief Description of Business Investments in securities		JAN 1 9 2007						
Type of Business Organization		111						
corporation	i i ilmited parmership, aiready formed	other (please specify <b>ju@Maren</b> Liability mpany <b>FINANCIAL</b>						
business trust	limited partnership, to be formed							
Actual or Estimated Date of Incorpor	ration or Organization:    MONTH YEAR	Actual Estimated						
	CN for Canada; FN for other foreign jurisdic	ction) D E						

#### General Instructions

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

. \			A. BASIC IDENT	IFICATION DATA					
<ul> <li>Enter the information requested for the following:         <ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general managing partners of partnership</li> </ul> </li> </ul>									
•	issuers; and		·	. •	ierai managing pa	Thers of partnership			
Check Box(es		nd managing pa	artnership of partnershi	p issuers.      Executive Officer	☐ Director	☐ General and/or			
				of Managing Partner	- Director	Managing Partner			
Pear Tree P		•							
	esidence Address on Capital Corp		and Street, City, State, Zi d Bedford Rd., Lincol						
Check Box(es	) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer of Managing Partner	Director	General and/or Managing Partner			
Full Name (La Umphrey, W	st name first, if indi <b>/illard</b>	vidual)	* -						
	esidence Address on Capital Corp		and Street, City, State, Zi d Bedford Rd., Lincol						
Check Box(es	) that Apply:	Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner			
Fuil Name (La <b>Okurowski</b> ,	st name first, if indi <b>Leon</b>	vidual)							
	esidence Address on Capital Corp		and Street, City, State, Zid Bedford Rd., Lincol						
Check Box(es	) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner			
Full Name (La Collings, Ka	st name first, if indi <b>ithryn</b>	vidual)							
	esidence Address on Capital Corp		and Street, City, State, Zid Bedford Rd., Lincol						
Check Box(es	) that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (La Sarah Adler	st name first, if indi	vidual)							
	esidence Address t, Winchester, N		and Street, City, State, Zi	p Code)					
Check Box(es	) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
	st name first, if indi fedical Associal		Transfer Account						
	esidence Address <b>Avenue, Lexingt</b>	•	and Street, City, State, Zi	p Code)					
Check Box(es	) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
	st name first, if indi y Associates of		P						
	esidence Address venue, Concord	•	and Street, City, State, Zi	p Code)					
Check Box(es	) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (La David Wegn	st name first, if indi nan	vidual)							
	esidence Address Street, Newton		and Street, City, State, Zi	p Code)	·				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		<del></del>						
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No ⊠						
	Answer also in Appendix, Column 2, if filing under ULOE.								
2.	What is the minimum investment that will be accepted from any individual?	\$50,00	00						
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No □						
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	N/A							
	l Name (Last name first, if individual) lard L. Umphrey								
	siness or Residence Address (Number and Street, City, State, Zip Code) Old Bedford Road, Lincoln, MA 01773								
	me of Associated Broker or Dealer Boston Capital Corporation								
(Ch		⊠ All St							
[AL] [IL] [MT] [RI]	$\square$ [IN] $\square$ (IA) $\square$ [KS] $\square$ [KY] $\square$ [LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] $\square$ [MN] $\square$ [MN]	s) [] a) []	[ID]						
	l Name (Last name first, if individual) on Okurowski								
	siness or Residence Address (Number and Street, City, State, Zip Code) Old Bedford Road, Lincoln, MA 01773								
	me of Associated Broker or Dealer Boston Capital Corporation								
	ites in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)	] All St	ates						
[ÅL] [IL] [MT] [RI]		s) [] 3) []	[ID]						
Full	I Name (Last name first, if individual) thryn M. Collings	<u>.,                                    </u>	<u>, , , , , , , , , , , , , , , , , , , </u>						
	siness or Residence Address (Number and Street, City, State, Zip Code) Old Bedford Road, Lincoln, MA 01773								
	me of Associated Broker or Dealer Boston Capital Corporation								
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)	] Ali St	ates						
[AL] [IL] [MT] [RI] [RI]			[ID]						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	alre che	er the aggregate offering price of securities included in this offering and the total amount eady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, eck this box and indicate in the columns below the amounts of the securities offered for hange and already exchanged.		
		Type of Security	Aggregate Offering Price	Amount Already Sold
		Debt	\$	\$
		Equity	\$	\$
		☐ Common ☐ Preferred		
		Convertible Securities (including warrants)	\$	\$
		Partnership Interests	\$	\$
		Other (Specify: Class A LLC Membership Interests)	\$ <u>5,050,000</u>	\$ <u>800,000</u>
		Total	\$ <u>5,050,000</u>	\$800,000
		Answer also in Appendix, Column 3, if filing under ULOE.		
2.	this	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule I, indicate the number of persons who have purchased securities and the aggregate dollar ount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors	10	\$ <u>800,000</u>
		Non-accredited Investors	0	\$ <u>0</u>
		Total (for filing under Rule 504 only)		_ \$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec mo	his filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on this prior to the first sale of securities in this offering. Classify securities by type listed in the twelve of C - Question 1.		
		Time of effection	Type of	Dollar Amount
		Type of offering Rule 505.	Security	Sold \$
		Regulation A.		\$ \$
		Rule 504.		\$
		Total		\$
4.	sec	Furnish a statement of all expenses in connection with the issuance and distribution of the surities in this offering. Exclude amounts relating solely to organization expenses of the uer. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees.		□ \$
		Printing and Engraving Costs.	[	□ \$
		Legal Fees	[	〕\$
		Accounting Fees	[	□ \$
		Engineering Fees.	[	□ \$
		Sales Commissions (specify finders' fees separately)		<b>\$</b>
		Other Expenses (identify)		
		Total	_	
	b.	Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	_	J +2
		, , , , , , , , , , , , , , , , , , , ,		\$ <u>0</u>

C. OFFERING PRICE			-			PROCEEDS	
<ol> <li>Indicate below the amount of the adjusted used for each of the purposes shown. If the estimate and check the box to the left of the equal the adjusted gross proceeds to the above.</li> </ol>	the amount fo he estimate.	or any purpo The total o	se is not knor f the paymer	own, furnish a nts listed mus	ın t		
above.						Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees						6 <u>0</u>	□ \$ <u>0</u>
Purchase of real estate				••••••		6 <u>0</u>	□ \$ <u>0</u>
Purchase, rental or leasing and insta	llation of mad	chinery and	equipment			6 <u>0</u>	□ \$ <u>0</u>
Construction or leasing of plant build Acquisition of other business (including that may be used in exchange for the	ng the value	of securities	involved in	this offering	. 🗆 s	6 <u>0</u>	□ \$ <u>0</u>
that may be used in exchange for the assets or securities of another issuer pursuant to a merger)						8 <u>0</u>	□ \$ <u>0</u>
Repayment of indebtedness						<u>0</u>	□ \$ <u>0</u>
Working capital						<u>0</u>	□ \$ <u>0</u>
Other (specify): <u>Investments in securities</u>						<u>0</u>	\$800,000
Column Totals						<u>o</u>	\$800,000
Total Payments Listed (column totals	added)		••••••	*******************	•	\$800,00	<u>00</u>
	D.	FEDERAL:	SIGNATURE	-			
The issuer has duly caused this notice to be s following signature constitutes an undertaking request of its staff, the information furnished by	by the issue	r to furnish t	to the U.S. S	ecurities and	Exch	ange Commissio	n, upon written
Issuer (Print or Type) USB Focus Fund XIV, LLC	Signature	201	/	Dat		4 000	_
USB FOCUS FUND XIV, LLC	- X		$\overline{}$	<u> </u>	Jan	uary 4, 200	/
Name of Signer (Print or Type) Kathryn M. Collings	Title of Sign	•	• • •	uer's Manag	er		
Kathryn II. Corrings							-
		ATTE	NTION				
Intentional misstatements or omission	s of fact con	stitute fed	eral crimina	l violations.	(See	18 U.S.C. 1001.)	

# E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule? Yes No See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
- 5. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) USB Focus Fund XIV, LLC	Signature M	January 4, 2007
Name of Signer (Print or Type) Kathryn M. Collings	Title of Signer (Print or Type)  Manager of General Partner of Iss	suer's Manager

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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Δ	P	P	F	N	n	IX	

1	7	2	3	4						
	Intond	to sell	Type of Security					Disqualification under State ULOE		
	interia to r		Type of Security and aggregate					(if yes, attach		
	accre	dited	offering price		Type of inv	vestor and		explanation of		
	investors		offered in state		amount purch			waiver granted)		
	(Рап В	-ltem1)	(Part C-Item 1)	Number of	(Part C-	Number of Non-		(Part E-Item 1)		
	!			Accredited		Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
МТ					<u>     \$</u>		\$			
NE					\$		\$			
NV					\$		\$			
NH					\$		\$			
NJ					\$		\$			
NM					\$	<del></del>	\$			
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WY					\$		\$			
PR					\$	,	\$			
Other					\$		\$			

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